

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2005		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Brake Parts Canada Inc.		01/01/2005	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Affinia Canada Corp.		
Street Address:	6601A GOREWAY DR.		
City:	MISSISSAUGA ONTARIO		
State/Country:	CANADA		
Postal Code:	L4V1V6		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	73837136	IPI	
CORRESPONDENCE DATA			
Fax Number:	(248)566-8533		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	248 566-8532		
Email:	tmdocketing@honigman.com		
Correspondent Name:	Jennifer Sheehan Anderson		
Address Line 1:	38500 Woodward Ave., Suite 100		
Address Line 4:	Bloomfield Hills, MICHIGAN 48304		
ATTORNEY DOCKET NUMBER:	215407-127352		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			

CH \$40.00 73837136

900139885

**TRADEMARK
 REEL: 004034 FRAME: 0959**

Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Jennifer Sheehan Anderson

Signature:

/Jennifer Sheehan Anderson/

Date:

07/31/2009

Total Attachments: 8

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Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

AFFINIA CANADA CORP.

CORP. AFFINIA CANADA

427852-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 1, 2005 / le 1 janvier 2005

Date of Amalgamation - Date de fusion

Canada



1 -- Name of the Amalgamated Corporation
AFFINIA CANADA CORP.
CORP. AFFINIA CANADA

Dénomination sociale de la société issue de la fusion

2 -- The province or territory in Canada where the registered office is to be situated
Ontario

La province ou le territoire au Canada où se situera le siège social

3 -- The classes and any maximum number of shares that the corporation is authorized to issue
The annexed Schedule 1 is incorporated in this form.

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 -- Restrictions, if any, on share transfers
The annexed Schedule 2 is incorporated in this form.

Restrictions sur le transfert des actions, s'il y a lieu

5 -- Number (or minimum and maximum number) of directors
Minimum: 1 Maximum: 10

Nombre (ou nombre minimal et maximal) d'administrateurs

6 -- Restrictions, if any, on business the corporation may carry on
The annexed Schedule 3 is incorporated in this form.

Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 -- Other provisions, if any
The annexed Schedule 4 is incorporated in this form.

Autres dispositions, s'il y a lieu

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

- 183
- 184(1)
- 184(2)

9 -- Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre	Tel. No. N° de tél.
AFFINIA CANADA CORP. CORP. AFFINIA CANADA	627298-3	<i>Susan J. Stewart</i>	12/31/04	Assistant Secretary	(419) 535-4668
Brake Parts Canada Inc.	387726-4	<i>Susan J. Stewart</i>	12/31/04	Assistant Secretary	(419) 535-4668

FOR DEPARTMENTAL USE ONLY / À L'USAGE DU MINISTÈRE SEULEMENT

JAN 10 2005



SCHEDULE 1

an unlimited number of common shares.

SCHEDULE 2

The shares of the Corporation shall not be transferred without the approval of the board of directors or of the holder or holders of more than 50% of the voting shares of the Corporation to be evidenced by a resolution of such directors or shareholders.

SCHEDULE 3

None

SCHEDULE 4

- (a) The number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (b) Any invitation to the public to subscribe for any securities of the Corporation shall be prohibited.
- (c) The directors may appoint from time to time one or more directors within the limits provided in the *Canada Business Corporations Act*.
- (d) The number of directors of the Corporation shall be determined from time to time by resolution of the directors.

STATE OF OHIO

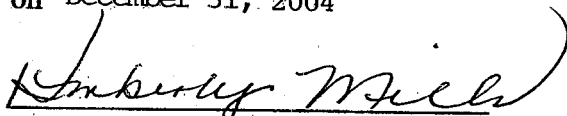
IN THE MATTER OF the *Canada Business Corporations Act* and in the Articles of Amalgamation of Affinia Canada Corp. and Brake Parts Canada Inc.

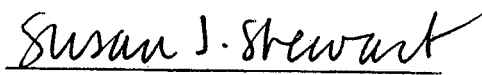
I, Susan J. Stewart of the City of Maumee, in the State of Ohio, do solemnly declare that:

1. I am the Assistant Secretary of Brake Parts Canada Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath by virtue of the *Canada Evidence Act*.

SWORN BEFORE ME at
in the State of Ohio
on December 31, 2004


~~Commissioner for Taking Affidavits~~


Susan J. Stewart



KIMBERLY MILLS
Notary Public, State of Ohio
Commission Expires 8/4/06

STATE OF OHIO

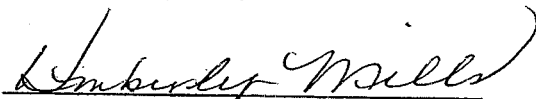
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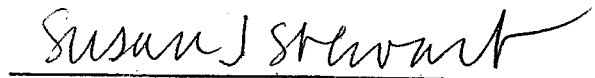
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on December 31, 2004



Commissioner for Taking Affidavits



Susan J. Stewart



KIMBERLY MILLS
Notary Public, State of Ohio
Commission Expires 9/4/06